

# EXHIBIT 2

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re ) Chapter 11  
TRONOX INCORPORATED, *et al.*, ) Case No. 09-10156 (ALG)  
Debtors. ) Jointly Administered  
\_\_\_\_\_  
TRONOX INCORPORATED, TRONOX )  
WORLDWIDE LLC f/k/a Kerr-McGee )  
Chemical Worldwide LLC, and TRONOX )  
LLC f/k/a Kerr-McGee Chemical LLC, )  
Plaintiffs, )  
v. ) Adversary Proceeding No. 09-01198  
ANADARKO PETROLEUM )  
CORPORATION and KERR-MCGEE )  
CORPORATION, )  
Defendants. )  
\_\_\_\_\_  
THE UNITED STATES OF AMERICA, )  
Plaintiff-Intervenor, )  
v. )  
TRONOX, INC., TRONOX WORLDWIDE )  
LLC, TRONOX LLC, KERR-MCGEE )  
CORPORATION, and ANADARKO )  
PETROLEUM CORPORATION, )  
Defendants. )  
\_\_\_\_\_  
)

**SECOND AMENDED CASE MANAGEMENT ORDER**

The above-styled and numbered adversary proceeding shall be governed by the following  
Case Management Order:

1. Response to Complaint

Response to Plaintiffs' Adversary Complaint and the United States of America's Complaint-in-Intervention (the "Complaint-in-Intervention") shall be due on or before **July 31, 2009**.

2. Motion to Dismiss

- (a) Should Defendants file a motion(s) to dismiss the Plaintiffs' Adversary Complaint and/or the Complaint-in-Intervention, Plaintiffs and/or the United States shall file their opposition, if any, to the motion(s) to dismiss on or before **September 1, 2009**.
- (b) Defendants shall file their reply, if any, to the opposition(s) to any motion to dismiss on or before **September 21, 2009**.

3. Electronic Discovery

The parties shall meet and confer regarding electronic discovery issues on or before **July 1, 2009**.

4. Initial Disclosures

The Plaintiffs, Defendants, and the United States shall serve their initial disclosures on or before **July 14, 2009**.

5. Joinder of Additional Parties

Additional parties may be added to this adversary proceeding no later than 60 days prior to the close of fact discovery.

6. Amendment of Pleadings

Pleadings may be amended no later than 60 days prior to the close of fact discovery.

7. Fact Discovery

Plaintiffs and Defendants shall substantially complete their document productions by **March 31, 2010**. The United States shall substantially complete its production of electronic documents and make substantially all of its hard copy documents available for inspection by **March 31, 2010**. All fact discovery shall be completed by **November 1, 2010**, **March 15, 2011**. Because the United States is making its hard copy documents available for inspection instead of producing copies, a party shall have the right, to the extent it determines in good faith that the United States' hard copy documents are relevant for the deposition, to postpone the depositions of George Christensen, Pat Corbett, or any of their direct reports until after the parties have had a reasonable period of time after March 31, 2010 to copy

and review any such documents that are made available for inspection. Any party shall be entitled to contest before the Court any other party's good-faith exercise of the right to postpone a deposition under this paragraph. If the Court determines that the party has not exercised the right in good faith, the deposition shall not be postponed based on the provisions of this paragraph. Notwithstanding the foregoing, all depositions of fact witnesses must be completed by ~~November 1, 2010~~March 15, 2011.

8. Expert Discovery

- (a) Plaintiffs and the United States shall identify their experts on or before ~~September 13, 2010~~January 31, 2011, and shall serve reports from their expert(s) retained under Federal Rule of Civil Procedure 26(a)(2) on or before ~~November 1, 2010~~March 15, 2011.
- (b) Defendants shall identify their experts on or before ~~October 14, 2010~~March 1, 2011, and shall serve reports from Defendants' expert(s) retained under Federal Rule of Civil Procedure 26(a)(2) on or before ~~December 5, 2010~~April 20, 2011.
- (c) Plaintiffs and the United States shall identify any rebuttal experts and serve any rebuttal expert reports pursuant to Federal Rule of Civil Procedure 26 on or before ~~January 12~~May 27, 2011.
- (d) Depositions of all parties' experts and rebuttal experts shall be completed by ~~March 4~~July 19, 2011.
- (e) Nothing in this Amended Case Management Order shall be construed to prohibit, or to permit, the United States of America from identifying and calling experts.

9. Dispositive Motions

- (a) All potentially dispositive motions shall be filed on or before ~~April 1~~August 15, 2011.
- (b) All opposition papers shall be due and filed on or before 30 days after the filing of any potentially dispositive motion.
- (c) Replies to any response to any dispositive motions shall be due and filed on or before 20 days after the filing of any response to any potentially dispositive motion.

10. Witness and Exhibit Lists and Motions in Limine

- (a) Witness lists, separately identifying each witness that the parties intend to call or may call as a witness, other than as a rebuttal witness, shall be exchanged 45 days before the start of trial.

- (b) Exhibits, other than those used for rebuttal purposes, and deposition designations shall be exchanged on or before 30 days before the start of trial. Any deposition counter designations and objections to exhibits shall be exchanged on or before 15 days before the start of trial.
- (c) The parties shall file any motions in limine on or before 45 days before the start of trial. Any oppositions to such motions in limine shall be filed on or before 20 days before the start of trial. Any replies to such oppositions to the motions in limine shall be filed on or before 10 days before the start of trial.

11. Trial

Trial shall commence on ~~June 15~~, November 1, 2011, or as soon thereafter as the parties may be heard.

12. Other Items

The parties' agreement to this schedule shall not be construed as a waiver of any right or privilege under the Federal Rules of Civil Procedure, the Federal Rules of Bankruptcy Procedure, the Court's Local Rules, or any other applicable state or federal law, including any right to move to compel or preclude discovery.

13. Modification of Scheduling Order

This Amended Case Management Order may be modified by mutual agreement of the parties, subject to Court approval, or by motion for good cause shown. This Scheduling Order is contingent upon trial of the above-styled and numbered adversary proceeding in this Bankruptcy Court, and shall be reconsidered in the event any party seeks to try this case in a different court, whether through the request of a trial by jury or otherwise. Defendants believe it may be appropriate or necessary to continue the current ~~June 15~~, November 1, 2011 trial date to provide the Court an opportunity to rule on any dispositive motions sufficiently in advance of trial. Plaintiffs do not believe that it is appropriate or necessary to continue the trial date because Defendants choose to file a dispositive motion. The parties, however, agree that nothing herein shall waive any party's right to seek a continuance of the trial date to allow additional time for the Court to rule on any dispositive motions.

~~AGREED AS TO FORM AND SUBSTANCE:~~

Dated: March \_\_\_\_\_, 2010

KIRKLAND & ELLIS LLP

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*Attorneys for the Debtors and Debtors in Possession*

Dated: March \_\_\_\_\_, 2010

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*Attorneys for Anadarko Petroleum Corporation and  
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Dated: March \_\_\_\_\_, 2010

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*Attorneys for the United States of America*

SO ORDERED this \_\_\_\_ day of \_\_\_\_\_, 2010

UNITED STATES BANKRUPTCY JUDGE